

Exhibit D

MICHELSON LAW GROUP



FIRM OVERVIEW COUNSEL PRACTICE AREAS INDUSTRY EXPERTISE RECRUITMENT CONTACT

FIRM OVERVIEW

- EXPERT PERSPECTIVE

- WHY MICHELSON LAW GROUP?

COUNSEL

PRACTICE AREAS

INDUSTRY EXPERTISE

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Expert perspective leads to superior solutions.

Michelson Law Group has an uncommon passion for excellence in legal representation and mediation. Randy Michelson, an expert in all areas of financial distress, has been a leader in the field of business reorganization and restructuring for over two decades. In recent years, she has been selected to mediate commercial disputes of many types and has amassed an outstanding track record as a mediator.

Legal Representation

Randy Michelson has practiced extensively in all areas of business bankruptcy and financial restructuring. Michelson Law Group's practice is devoted primarily to representing:

- Financially troubled businesses, both in and out of court
- Trustees
- Receivers
- Creditors
- Creditors' committees
- Buyers and sellers of distressed assets

Commercial Mediation

There are times when litigation is not the answer. At its very best, litigation is a torturous, expensive, stressful and unpredictable way to settle disputes. Courts at every level encourage or require litigants to participate in mediation, arbitration, early neutral evaluation, and other forms of alternative dispute resolution. *There is good reason for this: it works.* Virtually every frequent user of the legal system can recount settlements reached in mediation of cases that all parties and their attorneys had been certain never could be settled. And many others that settled as well.

As a mediator, Randy Michelson works to facilitate consensual resolution of every type of commercial case.

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Why choose Michelson Law Group?

Partnership

Our vision is one of strong partnerships with our sophisticated clients. This teamwork enables us to identify your unique business strategies and challenges so together we can best achieve your objectives.

Results

With Ms. Michelson's decades of big firm practice, we at Michelson Law Group deploy the highest caliber legal skills together with honed business instinct. We are strategic, creative, nimble and goal-driven. We get the results you seek.

Communication

We are accessible and responsive. Client communication is our hallmark.

Efficiency

Our practice is lean and focused. We avoid those common ugly billing surprises.

Michelson Law Group. The right answer in these challenging economic times.

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Randy Michelson. Counsel with vision.

Randy Michelson focuses her practice on complex business bankruptcy and receivership cases, restructuring, assignments for the benefit of creditors, and consideration of bankruptcy issues in sophisticated corporate transactions. For nearly 25 years, she has represented creditors, creditors' committees, trustees, receivers and purchasers of distressed assets in virtually every type of insolvency matter.

In addition to her role as counsel, she has been a mediator, been designated an expert witness, and served as a Chapter 11 trustee. She has appeared on CNN and CourtTV to provide expert legal analysis on insolvency topics. She lectures frequently.

Ms. Michelson represented the prevailing parties in *Perlman v. Catapult Entertainment, Inc (In re Catapult Entertainment, Inc.)*, 163 F.3d 747 (9th Cir.), cert. dismissed, 120 S.Ct. 369 (U.S.1999), the leading Ninth Circuit case on the treatment of intellectual property in bankruptcy cases.

Ms. Michelson is vice president of the Bay Area Receivers Forum and a director of the International Women's Insolvency & Restructuring Confederation (IWIRC), Northern California chapter. She was president of the California Bankruptcy Forum and the Bay Area Bankruptcy Forum, and she chaired the Commercial Law and Bankruptcy Section of the Bar Association of San Francisco. She is a resolution advocate on the Bankruptcy Dispute Resolution Panel of the United States Bankruptcy Court for the Northern District of California. She serves as a mediator in disputes between citizens and police officers for San Francisco's Office of Citizen Complaints.

Ms. Michelson has been selected as a Superlawyer each year since 2004. She appears in the 2009-2010 edition of the Restructuring and Insolvency Handbook.

Michelson formerly was a partner at McCutchen, Doyle, Brown and Enersen, and its successor, Bingham McCutchen, where she headed the firm's Bankruptcy, Creditors' Rights and Insolvency Group. She practiced at that firm for over 22 years, from 1985 to 2007.

Michelson was a law clerk to the Honorable Spencer Williams of the Northern District of California. She received her J.D. from Yale University in 1983 and her B.A., with distinction in all subjects, in psychology from Cornell University in 1979.

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We have a dual focus, but one purpose – results.

Michelson Law Group has a dual focus: commercial bankruptcy (business bankruptcy, out of court workouts, and receivership) and mediation of every type of commercial case.

Business Bankruptcy

Over the last quarter century, Ms. Michelson has been a leader in the field of business bankruptcy. She has represented every constituent in the bankruptcy arena. She most commonly deploys her legal expertise on behalf of creditors, trustees, creditors' committees and purchasers of assets. She provides highly-skilled counsel in both large, complex and closely-held business bankruptcy cases.

• **Creditor Representation** Michelson Law Group represents every type of creditor, from secured lender to trade creditor, bondholder to claim purchaser, licensor to licensee, landlord to tenant. Randy Michelson's expertise extends from the bankruptcy court to appeals at all levels, including the U.S. Supreme Court. Ms. Michelson is a nationally-recognized authority on intellectual property and bankruptcy. In the seminal *Catapult* case, *Perlman v. Catapult Entertainment, Inc.* (*In re Catapult Entertainment, Inc.*), 165 F.3d 747 (9th Cir.), cert. dismissed, 120 S. Ct. 369 (U.S. 1999), she represented Microsoft Corporation and Stephen Perlman, a licensor of patented technology to *Catapult*. Through multiple levels of appellate review, Ms. Michelson established the principle that a debtor cannot assign, over the objection of its licensor, intellectual property. Ms. Michelson also focuses on real estate and bankruptcy. She represented a lessor in *Mayan Networks*, a key Ninth Circuit case on the treatment of landlord claims in bankruptcy cases, *In re Mayan Networks Corp. (Redback Networks, Inc. v. Mayan Networks Corp.)*, 308 B.R. 295 (9th Cir. BAP 2004).

• **Trustee Representation** Ms. Michelson has vast experience in representing Chapter 11 trustees. She often is retained in cases where complex frauds have been perpetrated. In one matter, she herself was appointed as the Chapter 11 trustee. She developed a litigation strategy to maximize return for creditors. Following a jury trial in which the jury found a basis for the imposition of punitive damages, Ms. Michelson was able to negotiate a resolution of the estate's claims that paid all creditors in full, with a large sum remaining for equity.

• **Creditors' Committee Representation** In the *Aureal* bankruptcy case, Ms. Michelson represented the committee of unsecured creditors. She successfully navigated a contentious sale of the debtor's assets, succeeding in selling not only the debtor's intellectual property but also potentially valuable claims against third parties, over the strenuous objections of both the debtor and the shareholders. As a result of her stewardship, unsecured creditors received a distribution of more than 85% of their claims. Ms. Michelson represented the committee of governmental entities in the Chapter 11 bankruptcy case of *Davis Industries*, then one of the ten largest handgun manufacturers in the U.S. Ms. Michelson's clients included cities and counties across the country that had sued handgun manufacturers in an attempt to reduce violent crime. *Davis Industries* sought bankruptcy protection to stay all of the litigation against it. Ms. Michelson established in the bankruptcy court and on appeal that the automatic stay under the United States Bankruptcy Code did not prevent the governmental litigation from continuing against *Davis Industries* given that the governmental litigation across the country was intended to protect public health and safety. As a result of her representation, the bankruptcy case was dismissed and *Davis Industries* was liquidated.

• **Buying and Selling of Assets** Ms. Michelson excels at the representation of buyers and sellers of distressed assets. Throughout her career, she has represented clients in the sale or disposition of assets worth hundreds of millions of dollars. Those assets include real estate, technology, intellectual property, restaurants, financial service firms, franchises, and much more.

• **Professional Bankruptcy Organizations** Ms. Michelson is a director of the International Women's Insolvency and Restructuring Confederation (IWRCC), Northern California Chapter. She has led the California Bankruptcy Forum, the Bay Area Bankruptcy Forum, and the Bar Association of San Francisco's Commercial Law and Bankruptcy Section.

Mediation

There are times when litigation is not the answer. At its very best, litigation is torturous, expensive, stressful and unpredictable way to settle disputes. Courts at every level now encourage or require litigants to participate in mediation, arbitration, early neutral evaluation, and other forms of alternative dispute resolution. *There is good reason for this: it works.* Virtually every frequent user of the legal system can recount settlements reached in mediation of cases that all parties and their attorneys had been certain never could be settled. And many others that settled as well.

As a mediator, Randy Michelson works to facilitate consensual resolution of every type of commercial case. Her skills and demeanor enable her to do so with much success.

Professional Mediation Affiliations

Ms. Michelson has been selected as a resolution advocate for the Bankruptcy Dispute Resolution Panel of the United States Bankruptcy Court for the Northern District of California. She frequently serves as a mediator of complaints filed by citizens against police officers for the City of San Francisco's Office of Citizen Complaints.

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Expert representation within many industries.

Ms. Michelson has represented hundreds of clients over many years in practice. Her clients range from individuals, partnerships, and small, closely-held companies to Fortune 500 companies, governmental entities, utilities and museums.

Her work has covered many industries. They include:

Agriculture	Law enforcement
Art	Music
Banking and Finance	Non-profits
Construction	Professional services
Education	Professional sports
Energy	Publishing
Food service	Real estate
Franchise	Restaurant
Health care	Retail
Hotel	Telecommunications
Import/export	Technology
Insurance	Transportation
Intellectual property	Wine
Journalism	Wholesale distribution

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